

RECORDATION NO. 20895-00 FILED

SEP 17 '10 -3 30 PM

**SURFACE TRANSPORTATION BOARD**

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September 17, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Supplement No. 13 (GARC Trust No. 97-1), dated as of July 21, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Equipment Lease Agreement (GARC Trust No. 97-1) and related documents previously filed with the Board under Recordation Number 20895.

The names and addresses of the parties to the enclosed document are:

Lessor:	U.S. Bank National Association (successor to State Street Bank and Trust Company of Connecticut, N.A.) 225 Franklin Street Boston, MA 02110
Lessee:	General American Railcar Corporation 500 West Monroe Street Chicago, IL 60661

Section Chief  
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A description of the railroad equipment covered by the enclosed document is:

1 railcar: GATX 055368.

A short summary of the document to appear in the index follows:

Lease Supplement No. 13 (GARC Trust No. 97-1).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W Alvord

RWA/sem  
Enclosures

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**LEASE SUPPLEMENT NO. 13  
(GARC Trust No 97-1)****SURFACE TRANSPORTATION BOARD**

This Lease Supplement No. 13, dated as of July 21, 2010, between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Railcar Corporation, a Delaware corporation ("Lessee");

**WITNESSETH:**

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC Trust No. 97-1) dated as of September 24, 1997 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Unit of Equipment to be leased to Lessee under the Lease.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

U.S. Bank National Association, as successor  
to State Street Bank and Trust Company of  
Connecticut N.A., not in its individual  
capacity but solely as Owner Trustee

By: \_\_\_\_\_

Name:

Title:

  
Victor D B Nadeau  
Vice President

General American Railcar Corporation

By: \_\_\_\_\_

Name: William M. Muckian

Title: Senior Vice President, Controller &  
Chief Accounting Officer

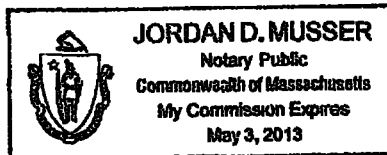
Commonwealth of Massachusetts )  
 ) SS  
County of Suffolk )

On this 7 day of September, 2010, before me personally appeared Alison D B Nadeau  
Vice President to me personally known, who being by me duly sworn, say that he/she is a  
of U.S. Bank National Association, as successor to State Street Bank and  
Trust Company of Connecticut N.A., that said instrument was signed on such date on behalf of  
said corporation by authority of its Board of Directors, and he acknowledged that the execution  
of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:



State of Illinois )  
 ) SS  
County of Cook )

On this 21<sup>st</sup> day of July, 2010, before me personally appeared William M.  
Muckian, to me personally known, who being by me duly sworn, say that he is Senior Vice  
President, Controller & Chief Accounting Officer Vice President of General American Railcar  
Corporation, that said instrument was signed on such date no behalf of said corporation by  
authority of its Board of Directors, and she acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:



**SCHEDULE 1**

<b>Car Type</b>	<b>DOT Class</b>	<b>Car Marking</b>
T107	DOT 111A100-W-1	GATX 055368

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

9/17/10



\_\_\_\_\_  
Robert W. Alvord